

ATARI CORPORATION

1196 Borregas Avenue
Sunnyvale, CA 94089-1302

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

TO BE HELD ON JUNE 5, 1995

To the Shareholders of
ATARI CORPORATION


The Annual Meeting of Shareholders of Atari Corporation ("the Company") will be held on Monday, June 5, 1995 at 2:00 P.M. (PDT) at the Company's Meeting Room at 1196 Borregas Avenue, Sunnyvale, California 94089, for the following purposes:

1. To elect a Board of Directors to serve for the ensuing year and until their successors are elected.
2. To ratify the appointment of Deloitte & Touche, LLP as independent auditors for the Company for the year ending December 31, 1995.
3. To transact such other business as may properly come before the meeting or any adjournment thereof.

The foregoing items of business are more fully described in the Proxy Statement accompanying this Notice. Only shareholders of record on the Company's books at the close of business on April 6, 1995 will be entitled to vote at the meeting.

All shareholders are cordially invited to attend the meeting. Shareholders are requested to complete, date, sign and return the enclosed proxy cards as promptly as possible in the postage prepaid envelope enclosed for that purpose. The giving of such proxy will not affect your right to vote in person should you decide to attend the meeting.

By Order of the Board of Directors



August Liguori, Secretary

Dated: May 1, 1995

Published by the
Royal Anthropological Institute

1970

Printed by the
Royal Anthropological Institute

London

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Royal Anthropological Institute

1970

Published by the

Royal Anthropological Institute

1970

The Journal of the Royal Anthropological Institute is a quarterly publication which contains original research papers, reviews, and news items. The journal is published by the Royal Anthropological Institute, which is a learned society devoted to the study of human evolution and the development of human societies. The journal is published in four parts per year, and each part contains a variety of articles on different topics. The journal is published in English, and is available to members of the Royal Anthropological Institute and to libraries. The journal is published by the Royal Anthropological Institute, which is a learned society devoted to the study of human evolution and the development of human societies.

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PROXY STATEMENT

Annual Meeting of Shareholders
June 5, 1995

SOLICITATIONS OF PROXIES

This proxy statement is furnished in connection with the solicitation of proxies by the Board of Directors of Atari Corporation, a Nevada corporation ("the Company"), for use for the purposes set forth herein and in the accompanying Notice at the Annual Meeting of Shareholders to be held on Monday, June 5, 1995 at 2:00 P.M. at the Company's Meeting Room, 1196 Borregas Avenue, Sunnyvale, California 94089-1302, and all adjournments and postponements thereof ("the Meeting").

This proxy statement, the accompanying form of proxy, and the Company's Annual Report on Form 10-K for the year ended December 31, 1994 were first mailed to shareholders entitled to notice of and vote at the Meeting on or about May 5, 1995.

The cost of preparing, assembling and mailing this Notice of Annual Meeting of Shareholders, Proxy Statement and forms of proxy and the solicitation of proxies will be paid by the Company. In addition to this solicitation, proxies may be solicited in person or by telephone or telegraph by Directors, officers, employees or agents of the Company who will not receive any additional compensation for such solicitation. The Company will furnish proxy materials to brokers, fiduciaries or custodians holding shares in their names that are beneficially owned by others, to permit them to forward such materials to such beneficial owners. The Company will reimburse brokers or other persons holding stock in their names or the names of their nominees for the expenses of forwarding soliciting material to their principals.

REVOCABILITY OF PROXIES

The enclosed Proxy is revocable at any time before its use by delivery to the Company of a written notice of revocation or a duly executed Proxy bearing a later date. If a person who has executed and returned a Proxy is present at the meeting and wishes to vote in person, he or she may elect to do so and thereby suspend the power of the proxy holders to vote his or her Proxy.

VOTING

The close of business on April 6, 1995 has been fixed as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting. On that date, there were 63,674,785 shares of the Company's Common Stock outstanding. Each shareholder of record on the record date is entitled to one vote for each share of Common Stock held by such shareholder on any matter that may be presented for consideration and action by the shareholders at the Meeting. In the election of Directors, those Directors and nominees receiving the most votes cast (provided a quorum is present) will be elected. Any other action shall be authorized by a majority of the votes cast at the Meeting, provided a quorum is present. Shareholders are not permitted to cumulate their votes in the election of Directors.

The required quorum for the transaction of business at the Meeting is a majority of the votes eligible to be cast by holders of shares of Common Stock issued and outstanding on the record date. For purposes of determining the presence of a quorum, abstentions and broker non-votes will be counted by the Company as present at the meeting. Abstentions will also be counted by the Company in determining the number of votes cast with respect to a proposal (other than the election of directors). Broker non-votes will not be counted in determining the number of votes cast.

CERTAIN OWNERSHIP OF COMMON STOCK

The following table sets forth information, as of April 6, 1995, with respect to beneficial ownership of Common Stock (a) by persons known by the Company to be the beneficial owners of more than 5% of the outstanding Common Stock, (b) by each director or nominee, (c) each executive officer named in the summary compensation table, and (d) by all directors and officers of the Company as a group.

<u>Name of Beneficial Owner</u>	<u>Amount and Nature of Beneficial Ownership</u>	<u>Percent of Outstanding Common Stock</u>
Jack Tramiel ⁽¹⁾	12,437,676 ⁽²⁾	19.4%
Time Warner Inc., and its wholly owned subsidiary Warner Communications, Inc. ⁽³⁾	15,571,200	24.3%
Sega Holdings USA Inc. ⁽⁶⁾	4,705,883	7.4%
Leonard Tramiel ⁽¹⁾	5,254,446 ^(5, 7)	8.3%
Sam Tramiel ⁽¹⁾	5,279,297 ^(4, 7)	8.2%
Garry Tramiel ⁽¹⁾	4,175,047 ⁽⁷⁾	6.5%
Leonard I. Schreiber	216,100 ⁽⁷⁾	*
August J. Liguori	118,250 ⁽⁷⁾	*
Michael Rosenberg	45,000 ⁽⁷⁾	*
Dean Fox	- 0 -	*
Laurence M. Scott, Jr.	30,500 ⁽⁷⁾	*
All directors and officers as a group (8 persons).	23,379,269 ⁽⁷⁾	36.5%

* Less than 1% of the outstanding shares of the Company's Common Stock.

- (1) The address of Messrs. Jack Tramiel, Sam Tramiel, Leonard Tramiel, and Garry Tramiel, is 1196 Borregas Avenue, Sunnyvale, California 94089.
- (2) The number of shares indicated as beneficially owned by Mr. Jack Tramiel includes shares held jointly by Jack and Helen Tramiel, his wife. Jack Tramiel disclaims beneficial ownership.
- (3) The address of Time Warner Inc. is 75 Rockefeller Plaza, New York, New York 10019.
- (4) This number includes 50,708 shares held in trust for Mr. Sam Tramiel's three minor children; however, Mr. Tramiel disclaims beneficial ownership of the shares. This number also includes 40,000 shares owned by Tziporah Tramiel, Mr. Tramiel's wife; however, Mr. Tramiel disclaims beneficial ownership of these shares.
- (5) This number includes 40,000 shares owned by Preeva Tramiel, wife of Leonard Tramiel and 8,000 shares owned by minor children of Mr. Tramiel; however, Mr. Tramiel disclaims beneficial ownership of these shares.
- (6) The address of Sega Holdings USA is c/o Sega of America, Inc., 303 Twin Dolphin Drive, Suite 200, Redwood City, California 94065.
- (7) Includes options to purchase 185,000, 10,000, 45,000, 21,250, 20,000, 20,000, 30,500, and 331,750 shares exercisable within 60 days of the date of this Proxy held by Messrs. Sam Tramiel, Garry Tramiel, Leonard Tramiel, August Liguori, Leonard Schreiber, Michael Rosenberg, Laurence Scott, and all directors and officers as a group, respectively.

ELECTION OF DIRECTORS

The Company's directors are to be elected at each annual meeting of shareholders. At this Meeting, five directors will be elected to serve until the next annual meeting of shareholders and until their successors are elected and qualified. The nominees for election as directors at this Meeting are set forth in the table below. All are incumbent directors who have served as such during the last fiscal year. Each of the nominees has consented to serve as director if elected.

In the event that any of the nominees for directors should become unable to serve if elected, it is intended that shares represented by proxies which are executed and returned will be voted for such substitute nominee(s) as may be recommended by the Company's existing Board of Directors. To the best of the Company's knowledge, all nominees are and will be available to serve.

<u>Nominee</u>	<u>Age</u>	<u>Position(s) with the Company</u>
Jack Tramiel	66	Chairman of the Board
Sam Tramiel	45	Director, President and Chief Executive Officer
August J. Liguori	43	Director, Vice President - Finance, Chief Financial Officer, Treasurer, and Secretary
Leonard Schreiber	80	Director
Michael Rosenberg	67	Director

Jack Tramiel founded the Company in May 1984 and has served as its Chairman and, until May 1988, Chief Executive Officer. Mr. Tramiel is the father of Sam, Leonard, and Garry Tramiel.

Sam Tramiel has been President and a Director of the Company since June 1984 and became Chief Executive Officer in 1988.

August J. Liguori joined the Company in April 1986 as Vice President - Administration, Atari U.S. Corp. Mr. Liguori served as Vice President and General Manager, Atari U.S. Corp. from October 1986 to October 1989; as Vice President, Atari Corporation, October 1989 to October 1990; and as Vice President - Finance, Treasurer, and Chief Financial Officer since October 1990, and Secretary since June 1994. He became a director in 1992.

Leonard I. Schreiber has been a Director of the Company since its formation in 1984 and served as a Vice President and Secretary of the Company from its formation through 1986. He is a partner of Schreiber & McBride, which serves as General Counsel to the Company.

Michael Rosenberg was elected to the Company's Board of Directors in May 1987. Mr. Rosenberg has been Chairman and Chief Executive Officer of Ross & Roberts, Inc., a plastics company, since he acquired that company in September 1987. Prior to September 1987, he was employed by Ross & Roberts, Inc. He is a Certified Public Accountant.

Director Fees

The outside directors, Michael Rosenberg and Leonard Schreiber, are paid \$500.00 per meeting. Each outside director received options to purchase 20,000 shares of Common Stock in 1992 at an exercise price of \$1.75 per share, vesting over five year period.

Board Meetings and Committees

The Company's Board of Directors met five times during 1994. Each director attended at least 80% in aggregate of the meetings of the Board of Directors and of the Committees on which such director served during the year. The Board has the following Committees:

Executive Committee The members are: Jack Tramiel, Sam Tramiel, and August Liguori.

The Committee met three times during the year. The Executive Committee reviews and recommends to the Board of Directors action on major business activities of the Company.

Audit Committee The members are: Leonard I. Schreiber and Michael Rosenberg. The Committee met once during the year. The Audit Committee is primarily responsible for approving the services performed by the Company's independent auditors and for reviewing and evaluating the Company's accounting principles and its system of internal accounting controls.

Compensation & Stock Option Committee The members are: Jack Tramiel, Leonard I. Schreiber and Michael Rosenberg. The Committee met twice during the year. The Compensation and Stock Option Committee reviews and approves the Company's executive compensation policy and administers the Company's stock option and restricted stock plan.

Management recommends voting "FOR" the election of Messrs. J. Tramiel, S. Tramiel, A. Liguori, L. Schreiber, and M. Rosenberg. Unless otherwise directed by a shareholder, proxies will be voted "FOR" the election of such nominees.

EXECUTIVE OFFICERS OF THE COMPANY

The following table sets forth those executive officers not set forth above as Directors:

<i>Name</i>	<i>Age</i>	<i>Position(s) with the Company</i>
Dean Fox	49	Senior Vice President, Marketing, Atari Corporation since March 1995. From 1990 to March 1995, Mr. Fox worked as a consultant to the entertainment software and video game industry.
Laurence M. Scott, Jr.	49	Vice President, Manufacturing and Operations, Atari Corporation, October 1992 to December 1994; President, Radofin, an OEM contract manufacturer in Japan, from May 1978 to November 1991.
Leonard Tramiel	40	Vice President - Advanced Software Development, Atari Corporation since March 1991; Vice President-Software Development, Atari Corporation, July 1984 to March 1991.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

Leonard Schreiber, a director of the Company, was a member of the Compensation Committee during 1994. He is not a present officer or employee of the Company or any of its subsidiaries. Mr. Schreiber served as a Vice President of the Company from its formation in 1984 through 1986.

Michael Rosenberg, a director of the Company, was a member of the Compensation Committee during 1994. He is not a present officer or employee of the Company or any of its subsidiaries.

Jack Tramiel, a director of the Company, was a member of the Compensation Committee during 1994. He was an employee and executive officer of the Company from its inception until May 1994.

The information contained below under the captions "Compensation Committee Report of Executive Compensation" and "Performance Graph" shall not be deemed to be "soliciting material" or to be "filed" with the Securities and Exchange Commission, nor shall such information be incorporated by reference into any future filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent that the Company specifically incorporates it by reference into such filing.

COMPENSATION COMMITTEE REPORT OF EXECUTIVE COMPENSATION

General

How the Company compensates executives reflects how they -- and the Company -- perform. But actually measuring performance is a complex subject, and the Compensation Committee and the Board of Directors firmly believe that the Company's shareholders are entitled to a detailed, clear explanation of what is involved.

This report consists of three sections. First, the report discusses the compensation philosophy of the Company. Simply stated, Atari believes in tying pay to performance. Second, the report discusses the three elements which comprise compensation -- salary, annual and long-term incentive compensation. Third, the report discusses the Chief Executive Officer's compensation and how his pay is tied to both his and the Company's performance.

Compensation Philosophy

The Company's compensation philosophy is designed to achieve a number of results:

- Provide a direct link between executive pay and Company performance on behalf of its shareholders;

- Attract, motivate and retain key executives;
- Compensate executives for their successful long-term strategic management of the Company; and
- Establish compensation opportunities based on competitive levels among comparably-sized companies.

Elements of Executive Compensation

Executives are compensated with a base salary, stock options and a bonus plan. This combination is intended to provide executives with a base salary that is competitive in the industry, with short-term incentives through a bonus plan based on annual profitability, and long-term incentives based on the value of stock through holdings or options. This plan means that the Company's compensation for its executives in the near term is salary and, if the Company is profitable, a bonus, while in the longer term the executives will significantly increase their overall income by achieving and sustaining profitability that is reflected in the value of the Company's stock in the open market.

Salary

Base salaries are generally positioned at approximately the Company's perception of the market rate in the multimedia industry. Total compensation, which includes base salary plus incentives, is positioned at the average of general industry median pay levels. Both categories are used to ensure that if the Company engages in any future executive recruitment, compensation accurately reflects the marketplace.

In 1994, the Compensation Committee approved an offer to officers and others that were subject to a salary cut in May, 1993. The offer took the form of a choice of (i) reinstatement of salary to amounts earned prior to May, 1993; or (ii) in lieu of reinstatement of salary, receiving options to purchase two (2) shares, exercisable at the fair market value on the grant date (\$5.25 per share) for each dollar of salary cut; or (iii) a combination of reinstatement of a portion of salary and a portion of stock options. All officers (except Sam Tramiel, President and CEO) elected a reinstatement of salary to amounts earned prior to May, 1993; Mr. Sam Tramiel selected a combination of reinstatement of a portion of salary and a portion of stock options.

Bonus Plan and Special Bonus

The Company has a bonus plan whereby a bonus pool equal to 10% of the yearly increase in after-tax profits, exclusive of extraordinary and non-recurring items, is made available for distribution on a discretionary basis. The Board of Directors feels that such a plan is necessary to attract and keep qualified employees. In 1994, the Company distributed no bonus payments other than as specified below. Since the Company has made no distribution under this plan, the Compensation Committee has not formalized performance standards and related distribution.

In addition, in 1994 the Compensation Committee (Mr. Jack Tramiel abstaining) elected to grant to Mr. Sam Tramiel a bonus of \$250,000 and Mr. Liguori a bonus of \$50,000 following the execution of certain agreements with Sega Enterprises, Ltd. ("Sega") in which the Company received from Sega \$69.8 million as follows:

- \$40.0 million from the sale to Sega of 4,705,883 common shares at a purchase price of \$8.50 per Share; and
- \$29.8 million (\$50.0 million net of \$20.2 million of legal fees and associated costs) in exchange for a grant of a comprehensive license by the Company to Sega of a library of Atari patents issued between 1977 through 1984 (excluding certain of the Company's Jaguar and Lynx patents) through the year 2001.

The Compensation Committee granted such bonus in recognition of outstanding performance with respect to work in connection with the sale of the stock and grant of the license to Sega.

Chief Executive Officer Compensation

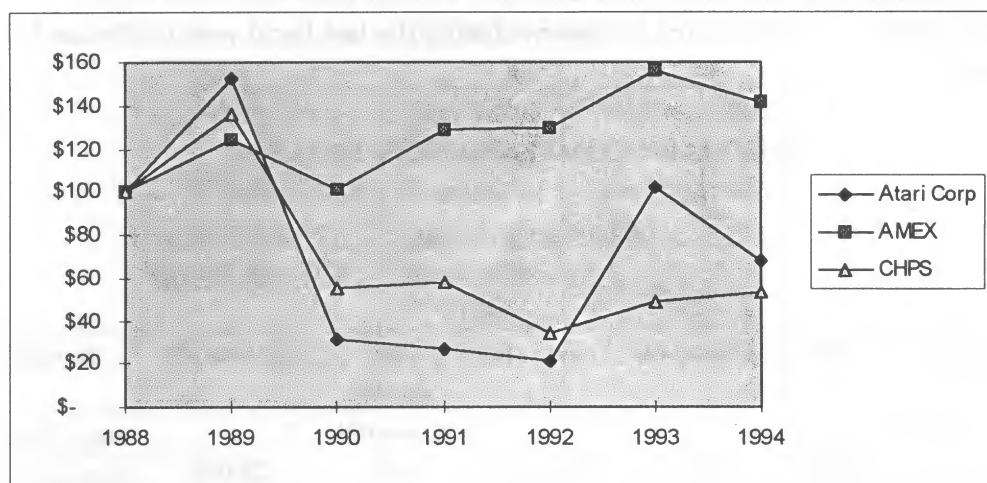
As already discussed, the Company's executive compensation program is based on performance. The Chief Executive Officer's total 1994 compensation was designed to be equal to the multimedia industry median pay levels. During 1994, Mr. Tramiel received a salary of \$150,000, a bonus specified above, and options to purchase 25,000 shares of Common Stock in lieu of a complete reinstatement of salary as described above.

COMPENSATION COMMITTEE

Jack Tramiel
Leonard I. Schreiber
Michael Rosenberg

PERFORMANCE GRAPH

**Comparison of Five Year Cumulative Total Return
Between Atari Corporation, AMEX Composite Index and Chips & Technologies, Inc.**



Cumulative Total Return

	1988	1989	1990	1991	1992	1993	1994
Atari Corp	\$100	\$153	\$31	\$27	\$21	\$102	\$68
AMEX	\$100	\$124	\$101	\$129	\$130	\$156	\$142
CHPS	\$100	\$136	\$55	\$58	\$34	\$49	\$53

Percent Annual Change

	1988	1989	1990	1991	1992	1993	1994
Atari Corp	\$100	53%	-80%	-14%	-21%	384%	-34%
AMEX	\$100	24%	-18%	28%	1%	20%	-9%
CHPS	\$100	36%	-60%	7%	-42%	44%	8%

Selection of Peer Company

During 1994, the Company's principal products were the Jaguar video game console, associated games, the Lynx handheld console and associated games, and personal computers. Revenues from the video game and personal computer segments represented 84% and 16%, respectively, of total revenue. The Company does not believe it can reasonably identify a peer group and/or a peer company because the Company's competition were in two different lines of business, and therefore a fair comparison cannot be made. The Company believes that a fair peer comparison is Chips & Technologies, Inc. which develops technology for similar lines of business for broader applications, *i.e.*, microprocessors and customized chips. In addition, Chips & Technologies has a similar market capitalization to the Company.

EXECUTIVE COMPENSATION

The following table sets forth all compensation earned during the past three fiscal years by the Chief Executive Officer of the Company and the three current and former executive officers of the Company other than the Chief Executive Officer that were most highly compensated for service rendered to the Company during the last fiscal year (collectively, *Executive Officers*) :

SUMMARY COMPENSATION TABLE

Name & Principal Position	Year	<u>Annual Compensation</u>		<u>Long Term Comp Awards</u>	
		Salary (\$)	Bonus (\$)	Other Annual Comp (\$) ¹	Options (#)
Sam Tramiel President and Chief Executive Officer	1994	150,000	250,000	206	25,000
	1993	166,346	- 0 -	239	25,000
	1992	207,692	- 0 -	306	- 0 -
August J. Liguori Chief Financial Officer	1994	142,834	50,000	190	- 0 -
	1993	134,856	- 0 -	175	36,250
	1992	155,769	- 0 -	206	- 0 -
Laurence Scott, Jr. Vice President, Manufacturing and Operations	1994	133,425	- 0 -	291	- 0 -
	1993	131,250	- 0 -	2,247	10,500
	1992	24,231	- 0 -	684	50,000
Richard Miller Vice President, Technology (2)	1994	142,644	- 0 -	93	- 0 -
	1993	140,625	- 0 -	108	66,250
	1992	150,000	- 0 -	108	- 0 -

(1) Group term life insurance benefits.

(2) Mr. Miller resigned in November 1994.

Stock Options

The following table sets forth information as to options to purchase Common Stock granted to each of the Executive Officers:

Option Grants in Last Fiscal Year

	<i>Individual Grants</i>				Potential Realizable Value at Assumed Annual Rates of Stock Price Appreciation for Option Term (1)	
	Name	Number of Securities Underlying Options Granted (#)	% of Total Options Granted To Employees in Fiscal Year	Exercise Price (\$\$ / Sh)	Expiration Date	
					5%	10%
	Sam Tramiel	25,000 (2)	8% (3)	\$5.25	May 1999	\$36,262 \$80,129
	Laurence Scott	- 0 -	- 0 -	N / A	N / A	N / A N / A
	August Liguori	- 0 -	- 0 -	N / A	N / A	N / A N / A
	Richard Miller (departed)	- 0 -	- 0 -	N / A	N / A	N / A N / A

- (1) The 5% and 10% assumed annual rates of appreciation are mandated by the rules of the Securities and Exchange Commission and do not represent the Company's estimate or projection of future Common Stock prices. The "potential realizable value" at the assumed rates of appreciation were calculated using, as the base, the exercise price of \$5.25 per share.
- (2) This option was granted pursuant to the Company's 1986 Stock Option Plan as amended in 1989. The exercise price of the option was equal to the fair market value of the Company's Common Stock on the date of grant, as determined by the Company's Board of Directors. The option expires five years from the date of grant. The option vests as follows: 25% per quarter over the 12 months following the date of grant.
- (3) Based on options to purchase an aggregate of 289,500 shares granted in 1994 by the Company under the 1986 Stock Option Plan as amended in 1989.

The following table is a summary of the stock options of the Executive Officers as of December 31, 1994.

	Shares Acquired on Exercise (#)	Value Realized (\$)	Number of Securities Underlying Unexercised options at Fiscal year-end		Value of Unexercised in- the Money options at Fiscal year-end\$(1)	
NAME			<i>Exercisable</i>	<i>Unexercis'ble</i>	<i>Exercisable</i>	<i>Unexercis'ble</i>
Sam Tramiel	- 0 -	- 0 -	132,500	92,500	\$97,560	\$64,800
August Liguori	- 0 -	- 0 -	16,250	20,000	34,914	16,200
Laurence Scott	- 0 -	- 0 -	30,500	30,000	77,109	69,200
Richard Miller	66,000	\$201,975	26,250	40,000	60,834	72,400

- (1) Value of underlying securities at year end (\$3.81 on December 31, 1994), minus the exercise price per share.

CERTAIN TRANSACTIONS

Loans were outstanding from the following Executive Officers of the Company and are repayable on demand:

<u>Name</u>	<u>Purpose of Loan</u>	<u>Highest During Year</u>	<u>Outstanding April, 1995</u>	<u>Rate</u>
August J. Liguori	Personal Loan	\$76,000	\$56,000	7%

In addition, the Company sold 1,500,000 shares of common stock to Time Warner Inc. at a price of \$8.50 per share. The Company also issued 70,000 shares of common stock to Atari Games Corporation, a subsidiary of Time Warner Inc. to extinguish accrued royalty liabilities and minimum guarantees. These transactions closed on April 19, 1994.

SHAREHOLDER PROPOSALS

Shareholders intending to offer proposals for consideration at the Company's 1996 Annual Meeting of Shareholders must deliver the proposal to the Company no later than January 10, 1996 to be included in its proxy statement and form of proxy relating to that meeting. Such proposals must comply with applicable corporation laws and with regulations of the Securities and Exchange Commission with respect to matters which may properly be submitted for action by the shareholders, and should be addressed to the Secretary of the Company at 1196 Borregas Avenue, Sunnyvale, California 94089.

RATIFICATION OF APPOINTMENT OF AUDITORS

Deloitte & Touche LLP has served as the Company's independent auditors since 1984. The Board of Directors has again selected such firm to audit the financial statements of the Company for the year ending December 31, 1995 and submits this selection for shareholder approval. If the shareholders reject this selection, the Board will consider other firms of independent auditors. A representative of Deloitte & Touche LLP will be present at the Annual Meeting and may make a statement and respond to appropriate shareholder questions.

Management recommends voting "FOR" the election of Deloitte & Touche LLP as auditors. Unless otherwise directed by a shareholder, proxies will be voted "FOR" the election of Deloitte & Touche LLP as independent auditors.

ANNUAL REPORTS

The Company is using its Annual Report on Form 10-K, which is filed with the Securities and Exchange Commission, as its Annual Report to Shareholders for the fiscal year-ended December 31, 1994. Such report is being mailed to shareholders with these proxy materials; however, such report is not incorporated in this Proxy Statement and shall not be deemed to be a part of the Proxy solicitation material.

COMPLIANCE WITH SECTION 16(a) OF THE SECURITIES EXCHANGE ACT OF 1934

To the Company's knowledge, based solely on a review of the copies of such reports furnished to the Company, all directors, officers and 10% shareholders of the Company filed with the Securities and Exchange Commission on a timely basis all reports required by Section 16(a) of the Securities Exchange Act of 1934 during or with respect to the Company's most recent fiscal year.

OTHER BUSINESS AND DIRECTOR NOMINATIONS

At the time of the preparation of this Proxy Statement, the Company's Board of Directors had not been informed of any other matters which would be presented for action at the Annual Meeting. If any other matters are properly presented, the person named in the accompanying form of Proxy will vote or refrain from voting in accordance with his or her best judgment.

By Order of the Board of Directors



August Liguori, Secretary

